

# **BUSINESS LAW SECTION**

## **CORPORATIONS COMMITTEE**

### **COMMITTEE MEETING AGENDA FOR NOVEMBER 5, 1999**

**Oakland  
Friday, November 5, 1999  
9:30 a.m.**

#### **I SELF-INTRODUCTION OF MEMBERS (9:40 - 9:45)**

#### **II LIAISONS' REPORTS AND DISCUSSION**

1. Securities and Exchange Commission (9:45 - 10:10)
  - (a) Remarks of Rosalind Tyson
  - (b) Discussion of current SEC developments -- New rules re audit committees -- The elimination of pooling of interests accounting -- Gun jumping, selective disclosure and the Webvan public offering
2. Department of Corporations (10:10 - 10:45)
  - (a) Remarks of Ron Carruth
  - (b) Proposal to amend Section 25102(o) to provide that failure to file the notice does not affect the exemption
  - (c) The treatment under the Corporate Securities Law of conversion of entities as permitted by new AB 197
3. Executive Committee update: Tim Hoxie (10:45 - 10:55)
4. Report of liaisons from other Section Committees (10:55 - 11:05)

#### **III APPROVAL OF MINUTES**

#### **IV ORIENTATION OF NEW MEMBERS AND ORGANIZATIONAL MATTERS**

5. Discussion of Committee goals for 1999-2000: Graeser/Schmidt (11:06 - 11:20)
6. Review of legislative activities of the Committee for 1998-1999: Caplan (11:20 - 11:25)
7. Review of legislative proposals approved by the Committee for submission to the Executive Committee: Stansell (11:25 - 11:30)

8. Review of educational programs during 1998-99 and proposed programs for 1999-2000: Lucas (11:30 - 11:35)
9. Allocation of new projects: (11:35 - 11:45)

## **V NEW LEGISLATIVE PROPOSALS**

10. Corporations Code amendment to permit name change without shareholder vote: Hamburger (11:45 - 12:05)
11. Exemption for investment advisors: Farman/Graeser (12:05 - 12:20)
12. Reintroduction of 2115 amendments: Schmidt (one minute)
13. Description of pending Assembly Bill 244 creating a new usury exemption: Graeser (two minutes)
14. Secretary of State pre-clearance and expedited filing procedures: Schmidt (three minutes)

## **VI STATUS OF OTHER ONGOING PROJECTS (five minutes)**

15. Blue Sky Guide: Reinke
16. Guide to rendering legal opinions: Lucas
17. Guide to organizing a California corporation: Graeser/Lyon/Cheatham
18. State Bar Task Force on Complex Litigation: Lucas

## **VII PRACTICE ISSUES (as time permits)**

19. Delaware law update: Schmidt
20. Recent cases and no action letter: Schmidt

**Corporation Committee Meeting Agendas**

